



CITY OF INDIANAPOLIS

Office of Enterprise Development

Response to Request for Information & Qualifications



November 20, 2009

Mr. Michael Huber
Office of Enterprise Development
City of Indianapolis
200 E. Washington St., RM2501
Indianapolis, IN 46204



***Worldwide Entertainment and
Conference Venue Management***

Dear Mr. Huber:

SMG is pleased to offer to the City of Indianapolis our response to your Request for Information and Qualifications for management of the Indiana Convention Center and Lucas Oil Stadium. Through this process, as well as any subsequent Request for Proposals, we hope to share with you our 32-year track record of professionalism, dedication and growth in areas directly tied to your goals. We are confident that our track record of managing major market stadiums and convention centers and, more importantly, multiple venues in many markets will provide the best assurance of a successful relationship between the City, the Capital Improvement Board and SMG.

We are very proud of similar relationships we have with many other municipalities, teams and local hospitality communities. In addition to the real assets in our care, you will also find a track record of smooth transitions, providing employees with new tools and career opportunities that quickly overshadow any trepidation they may have before transition. Equally important, is the comfort level you will find from your current facility clients, many of whom already work with our team in other markets around the country. Simple conversations with other cities, employees, tenants and clients will bear this out.

We are quite familiar with your facilities and the challenges you face, much like many other facility owners around the country. More importantly, we are confident in the benefits we can provide to all of the constituent groups involved with your facilities. As the first private company to even venture into the field of managing publicly owned facilities, the pages that follow provide not just a history of our company, but a history of the industry itself. In fact, it was a NFL stadium and convention/special event facility that was our first account in 1977, and one we proudly manage for the State of Louisiana today.

When reviewing different management options, the question typically asked is... why choose one company instead of another? We believe SMG's proven ability to generate business, implement world class customer service initiatives, while operating the facility at maximum efficiency, separates us from other options.

SMG's venue management team provides services to more than 100 municipalities, including 7 stadiums with more than 60,000 seats each, and 9 convention centers with more than 300,000 square feet of prime exhibit space each. We have worked with more Super Bowls, Olympic events and Global Events than any other team.

We can only hope to help host and deliver more important events to the ICC and Lucas Oil Stadium.

Sincerely,

Wes Westley

President & CEO / SMG



Table of Contents

SMG CREDENTIALS	PGS 3 - 10
MUNICIPAL CLIENT EXPERIENCE	PG 11
ACCOUNT SERVICES	PGS 12 - 13
CASE STUDIES	PGS 14 - 25
TRANSITION	PG 26
RFI QUESTIONNAIRE	PG 27-29

SMG - Industry Leader, Management Expert

SMG is the world leader in the management and operation of entertainment and convention facilities including sports arenas, stadiums, convention centers, exhibition halls, performing arts centers and amphitheaters. Beginning in 1977 with its first account, the Louisiana Superdome, SMG has continually defined a management philosophy and style that has led to its industry-leading position, with 222 facilities throughout the United States, Canada, Mexico, Puerto Rico, England, Northern Ireland, Norway and Germany. Our success has been built on many local and national relationships and partnerships, both municipal and private, with event producers, suppliers, architects, developers, sports teams and industry associations.

In the past year, SMG managed facilities grossed in excess of \$1 billion and hosted nearly 29,000 events, attracting more than 51 million patrons.

CORPORATE OFFICES:

300 Conshohocken State Road, West Conshohocken, PA 19428, 610-729-7900.

SMG'S PRINCIPAL OFFICERS:

- H. Wes Westley, President and CEO
- John F. Burns, Executive Vice President and CFO
- Maureen Ginty, Executive Vice President.

COMPANY OWNERSHIP:

SMG has been in business since 1977 and all of its qualifications are its own and not that of any parent, predecessor, or subsidiary. SMG's parent corporation, SMG Holdings, Inc. is owned by American Capital, Ltd.



The SMG Management Advantage

DEPTH OF CORPORATE RESOURCES, PERSONNEL AND EXPERIENCE

In addition to our on-site staff, SMG employs 60 full time management and executive staff in its executive offices, dedicated to supporting the daily needs of our Clients. This includes corporate expertise in all operational disciplines, including finance and accounting, risk management, operations, human resources and sales & marketing.

WELL CAPITALIZED

Though an affiliate of American Capital, all of SMG's qualifications – financial and otherwise – are its own, and not that of any parent, predecessor or subsidiary firm. As such, SMG is a standalone firm, with a strong financial history and sound current position.

BROAD NETWORK OF FACILITIES

SMG manages an expansive and varied list of facilities, including a number of contracts that are measured in decades, not years. More importantly, our core strengths are unparalleled in your key assets: convention centers and stadiums. With 67 and 9, respectively, in our portfolio we offer not only an established set of best practices, but transferable knowledge and resources that can only enhance all aspects of your facilities, from financial performance to customer service and operations.

STRONG BRAND RECOGNITION & INDUSTRY PARTNERSHIPS

Though we hope to be recognized locally, SMG is certainly not a consumer brand. As a “business to business” brand, we are well known to the key clients, partners and affiliate groups that are most important to the ICCC and LOS. We offer key relationships with important sport bodies like the National Football League as well convention and trade show planners at Advanstar, Experient and MarketPlace Events. These are all organizations that will have an immediate recognition of who we are, and take comfort in a seamless transition to their own benefit, as well as yours.

EXPERIENCED OPERATORS

Between our dedicated corporate staff and national team of facility managers, we literally offer thousands of years of combined experience. In us, you will find a group of highly educated and dedicated professionals. The benefits to a new venue joining our network are clear. No matter the issue, challenge or question at hand, we can readily find the right person or people to help enhance the operation.

PROVEN MANAGEMENT SYSTEMS

As a generic industry sector, “management companies” can run the gamut from international conglomerates to boutique firms run from a remote office. As you get to know us better, you will find a range of specific systems and practices built during the past 32 years since our founding. We offer a full suite of proprietary management tools including robust accounting and reporting, facility operations and maintenance to web based booking and marketing programs that connect all of our venues and our corporate offices. We look forward to sharing these systems with you at the appropriate time.

SMG Client Listing

STADIUMS

Baseball Grounds of Jacksonville
Chase Field
Jacksonville Municipal Stadium
Liberty Bowl
Louisiana Superdome
Oakland-Alameda County Coliseum
Reliant Astrodome
Reliant Stadium
Soldier Field

CONVENTION CENTERS

Albuquerque Convention Center
American Bank Center Convention Center
Atlantic City Convention Center
Baton Rouge River Center
Broward County Convention Center
Cabarrus Events Center
Carolina First Center
Charleston Area Convention Center
Charlotte Harbor Event & Conference Center
Colorado Convention Center
Cox Business Services Convention Center
David L. Lawrence Convention Center
DCU Center
Dena'ina Civic and Convention Center
DeVos Place
Direct Energy Centre
El Paso Convention Center
Ford Park
Fresno Convention Center
Greater Columbus Convention Center
Gwinnett Center
Hampton Roads Convention Center
Hawaii Convention Center
Iowa State Center
Irving Convention Center
Jackson Convention Complex
Kansas Expocentre

Knoxville Convention Center
Long Beach Convention Center
Louisiana Superdome Convention Center
Lynnwood Convention Center
Mazatlán International Center
Meadowlands Exposition Center
Memphis Cook Convention Center
Mid-America Convention Center
Mobile Convention Center
Moscone Center
Nassau County Expo Center
Ogden Eccles Conference Center
Ontario Convention Center
Osceola Heritage Park
Palm Springs Convention Center
Peoria Civic Center
Pershing Center
Phil Long Expo Center
Pontchartrain Center
Prime F. Osborn III Convention Center
Puerto Rico Convention Center
Rabobank Convention Center
Reliant Park
Rhode Island Convention Center
Salt Palace Convention Center
Savannah International Trade and Convention Center
SeaGate Convention Centre
Shreveport Convention Center
South Towne Exhibition Center
Tampico Convention Center
The Centre, Evansville
The Hall at the Dow Event Center
The Meadow at State Fair of Virginia
Tulsa Convention Center
Valdez Hall
Wildwoods Convention Center
William A. Egan Civic and Convention Center

ARENAS

1st Mariner Arena
 American Bank Center
 Atlantic City Boardwalk Hall
 Bank of Kentucky Center
 BankAtlantic Center
 Baton Rouge River Center Arena
 Big Sandy Superstore Arena
 Blue Cross Arena
 BOK Center
 Cabarrus Arena and Events Center
 Canton Memorial Civic Center
 CenturyTel Center
 Coliseo de Puerto Rico
 Covelli Centre
 Cox Business Services Arena
 DCU Center Arena
 Diddle Arena at Western Kentucky University
 Dunkin' Donuts Center
 Eastern Kentucky Expo Center
 Five Flags Center Arena
 Florence City County Civic Center
 Ford Center
 Ford Park Arena
 George M. Sullivan Sports Arena
 Hershey Centre
 Idaho Center
 INTRUST Bank Arena
 Jacksonville Veterans Memorial Coliseum
 John A. Carlson Center
 John Paul Jones Arena
 K-Rock Centre
 Konig-Pilsener Arena
 Landon Arena
 Laredo Entertainment Center
 Long Beach Arena
 Manchester Evening News Arena
 Mellon Arena
 Metroradio Arena
 Mid-America Arena

Mobile Civic Center
 Movistar Arena
 Nassau Veterans Memorial Coliseum
 Nationwide Arena
 New Orleans Arena
 North Charleston Coliseum
 Odyssey Arena
 Oracle Arena
 Oslo Spektrum
 Paul E. Tsongas Arena
 Pensacola Civic Center
 Peoria Civic Center
 Pershing Auditorium
 Petersen Events Center
 Rabobank Arena
 Reliant Arena
 Richmond Coliseum
 Roberts Stadium
 Save Mart Center
 Selland Arena
 ShoWare Center
 Silver Spurs Arena
 Sioux Falls Arena
 Sovereign Center
 The Arena at Gwinnett Center
 The Arena at The David L. Williams SE KY Ag & Expo Complex
 The Arena at The Don Taft University Center
 The Arena at The Dow Event Center
 The Forum
 Times Union Center
 Van Andel Arena
 Verizon Wireless Arena
 Wachovia Arena at Casey Plaza
 Wolstein Center

THEATER AND PERFORMING ART CENTERS

Abraham Chavez Theater
 American Bank Center - Selena Auditorium
 Bill Graham Civic Auditorium
 Bridgewater Concert Hall

Cannon Center for the Performing Arts
 Center Theater
 DeVos Performance Hall
 Evansville Auditorium
 Fisher Theater
 Five Flags Theater
 Genesee Theatre
 Gwinnett Performing Arts Center
 Jacoby Symphony Hall
 Journal Tyne Theatre
 Kiva Auditorium
 Landmark Theater
 Mobile Civic Center Theater
 Moran Theater
 North Charleston Performing Arts Center
 Orpheum Theater
 Paramount Theater
 Peery's Egyptian Theater
 Peoria Civic Center Theater
 Plaza Theater
 Rabobank Theater
 Richmond CenterStage
 RiverCenter for the Performing Arts
 Saenger Theater
 Saroyan Theater
 Sawgrass Live
 Sovereign Performing Arts Center
 Terrace Theater
 Terry Theater
 The Hanover Theatre for the Performing Arts
 Mahaffey Theater
 The Theater at the Dow Event Center
 Victory Theater
 Wells Fargo Theater
 Whitley Bay Performing Arts Center
 William A. Egan Center Theater

AMPHITHEATERS

Bright House Networks Amphitheater
 Constellation Brands-Marvin Sands PAC
 Ford Pavilion

Heritage Park Amphitheater
 Idaho Center
 Koka Booth Amphitheater
 Loreley Amphitheatre
 McKelligon Amphitheatre
 Mesker Amphitheater

EQUESTRIAN CENTERS

Cabarrus Arena and Events Center
 Idaho Horse Park
 Jacksonville Equestrian Center
 Kansas Expocentre Agricultural Hall
 Osceola Heritage Park
 The Meadow at State Fair of Virginia
 Wichita Pavilion Equestrian Center

SPECIAL USE VENUES

Aquarium of the Pacific
 Bakersfield Ice Sports Center
 Ben Boeke Ice Rink
 Dempsey Anderson Ice Rink
 Idaho Sports Center
 Millennium Youth Entertainment Complex
 Odyssey Cologne Science Center
 Rye Airfield Skate Park & BMX Track

SMG Corporate Team



WES WESTLEY

PRESIDENT AND CHIEF EXECUTIVE OFFICER

Mr. Westley has been SMG's President and CEO since October 1994. In the years that Wes has been President, the number of facilities managed by the company has increased sevenfold. Under his direction, the company was reorganized to focus on convention centers and stadiums/arenas as distinct entities. The European Division was established to recognize the special

needs and features of that market.

Wes joined SMG in December 1991 as Senior Vice President and Chief Financial Officer, with responsibility for the company's financial reporting and systems, including corporate finance, facility accounting and internal audit. Prior to being named President, Wes was Executive Vice President of Finance and Development. In that capacity, he was responsible for: strategic planning, corporate development, analysis and negotiation of new business ventures, acquisitions and capital expenditures, risk management, management information systems, and sales and business development.

A native Philadelphian, Wes' background includes an MBA in Finance from Drexel University and a BS in Business Administration/Accounting from Temple University. He is a Certified Public Accountant. Wes served with the United States Marine Corps in Vietnam.



MAUREEN GINTY

EXECUTIVE VICE PRESIDENT MARKETING SERVICES AND HUMAN RESOURCES

Maureen joined SMG in 1991 as Vice President of Human Resources. She was named Senior Vice President of Human Resources in 1993. In 1995, Maureen assumed responsibility for a newly created Corporate Communications Department in addition to her responsibility to oversee the Human Resources Department. In 1996, her responsibilities were further increased to include the Public Relations, Advertising, Presentation Development Services, and Meeting and Event Production Departments.

Maureen is a member of various industry organizations including IAAM. She is a member of professional organizations, such as the Society for Human Resources Management, The World at Work Benefits and Compensation Association, the Philadelphia Public Relations Association and The Forum for Executive Women. Maureen holds a Bachelor of Arts in Political Science from the University of Delaware. She possesses her SPHR and CCP designations. A native Philadelphian, she has served on various community boards including the Pennsylvania Horticultural Society and the Philadelphia YMCA.

Before joining SMG, Maureen was Assistant Vice President with Colonial Penn Group in Philadelphia.



JOHN BURNS

EXECUTIVE VICE PRESIDENT AND CHIEF FINANCIAL OFFICER

John is responsible for the Accounting, Treasury, Risk Management and Information Technology Departments that support the company's facilities. In his 27 year career with SMG, including 6 years as Finance Director at a major facility, John has increasingly assumed responsibility for many of the financial and administrative functions of the company. John also serves as

the company's Contract Administrator for all management and subcontractor contracts.

A native Philadelphian, he holds a Bachelor of Science degree in Accounting from Villanova University and is a Certified Public Accountant.



MICHAEL R. EVANS

EXECUTIVE VICE PRESIDENT SPORTS AND ENTERTAINMENT

Mike came to SMG in 1998 and was given the responsibility for all of the bookings in the various SMG Stadiums, Arenas and Theaters. With a background as a Concert Promoter and Tour Manager, Mike interacts with various Sports League commissioners, Concert Producers, Tour Promoters and Talent Agents that keep SMG facilities busy. He also oversees Six

Regional Booking Managers and was instrumental in developing SMGBooking.com, our proprietary Event Booking System. Mike is a native of California, attended UCLA and holds a degree in government from Harvard University.



DOUG THORNTON

SENIOR VICE PRESIDENT STADIUMS

Doug Thornton currently serves as Regional Vice President for SMG overseeing seven (7) separate municipal accounts in the Gulf Coast Area. He has served as General Manager of the Louisiana Superdome and New Orleans Arena, two of the busiest facilities in the nation since joining SMG in 1997. His tenure includes two Super Bowls, both the Men's and

Women's NCAA Final Fours, three college football championship games at the Sugar Bowl Football Classic, the pre-opening and opening of the Arena, and the arrival of the New Orleans Hornets NBA franchise. Perhaps Doug's greatest accomplishment came in 2006, as he led the unprecedented \$185 million restoration of the Louisiana Superdome after it was destroyed by Hurricane Katrina. In 2005, Venues Today, the principal stadium/arena trade newspaper honored Doug in its' "Hall of Headliners Award-News Category." The Louisiana Sports Hall of Fame honored Doug with the annual "Dave Dixon Leadership Award."



BOB MCCLINTOCK

SENIOR VICE PRESIDENT CONVENTION CENTERS

Bob is responsible for the operation of the 66 convention centers, and more than 12 million square feet that SMG manages. Bob leads a team of 15 senior regional managers all focused on the needs of our municipal partners by providing a business friendly environment, enhancing the growth of staff at the venues, and creating new event product for the Centers. Through these efforts, the Division is proud to provide the highest return to the municipalities in which we work.

Bob has managed major centers in Philadelphia and Atlantic City where he oversaw the construction and opening of the 500,000 square foot Atlantic City Convention Center and the historic renovation of the 15,000 seat Boardwalk Hall. Bob has worked on projects such as the construction and opening of the David L. Lawrence Convention Center, the largest LEED Gold Status facility. Bob holds an undergraduate degree in Political Science and Education from the College of William and Mary. He is a member of IAEE, IAAM, and NACS.



HANK ABATE

SENIOR VICE PRESIDENT ARENAS

Hank has oversight of SMG's more than 70 arenas nationwide, hosting the world's biggest sporting events and top entertainers. Hank started with SMG in 1992 as the General Manager of the Mellon Arena in Pittsburgh, PA. In 2000, he was promoted to Regional Vice President Role for all SMG Northeast region facilities. In 2006, Hank became Senior Vice President in charge of the company's arena division.



GREGG CAREN

SENIOR VICE PRESIDENT STRATEGIC BUSINESS DEVELOPMENT

A graduate of The Pennsylvania State University's Hotel & Restaurant Management program, Gregg started his hospitality career almost 25 years ago with Marriott Hotels & Resorts, subsequently working with Hilton and Sheraton properties. He then developed a number of privately owned exhibition facilities in the New York metropolitan area prior to joining SMG at the Atlantic City Convention Center in 1998. Gregg serves as SMG's liaison with international industry groups including the International Association for Expositions & Events (IAEE), Meeting Professionals International (MPI) and the Society of Independent Show Organizers (SISO) and UFI, The Global Association of the Exhibition Industry. Additionally, he maintains senior level relationships with international event planning firms, including the negotiation of preferred contracts with Microsoft Corporation, Experient (formerly Conferon) and Nielson Business Media (formerly VNU Expositions).

STAFF INVOLVEMENT

SMG's highly-trained, on-site staff is responsible for day-to-day facility operations. SMG empowers its local staff to provide the best in service. We hire the best in the industry and because of that, SMG has enjoyed tremendous success and is recognized as the industry leader. Our corporate staff is always available to our local team either in an advisory capacity or to provide hands-on assistance. SMG's team approach to management provides a total commitment to first-class service, service enjoyed by more than 220 facilities worldwide.

Public Sector/Government Experience

SMG works closely with facility owners to ensure that goals are being addressed and met. Eighty (80%) of the facilities managed by SMG are government-owned, whether by a City, State, County or Government Authority. SMG enjoys strong working relationships with all our Clients, as evidenced by our impressive renewal rate.

Although each of our management contracts is unique to the individual account, they all contain requirements for reporting and the delivery of operational, marketing and capital improvement plans, which are subject to approval by the Client. These plans utilize information derived from our facilities worldwide, as well as from our dedicated corporate support, all designed to develop plans that exceed the goals and objectives of our Clients.

STRUCTURE OF RELATIONSHIP

While there are exceptions, SMG is typically contracted to represent the facility owner as an agent and as such, we work at the direction of our clients and under the restrictions of a client-approved budget. SMG assigns a General Manager – and certain Senior staff – to operate the facility and execute the management plan in accordance with the objectives set forth by the Client. SMG, through its local General Manager, will report directly to the Client in a manner established by the Client. An SMG Senior Executive is designated to oversee and supervise the account to ensure proper contractual compliance, delivery of services, communication and support from the Corporate office.

CLIENT ACCOUNTABILITY

SMG accepts the highest level of fiduciary responsibility and accountability to the Clients we serve. Our ability to meet that standard is unique in the industry.

- Our Corporate Finance Department provides supervision and support in all fiscal areas including internal controls, risk management, data processing, audit and cash management. A comprehensive accounting manual created by our financial professionals offers the staff at our facilities a complete set of procedures and policies to be followed.
- When a facility joins our network, its monthly financial statement is formatted to comply with both the Client's requirements and our standards. This ensures that the revenues are properly recognized, and events are recorded as individual profit centers which enables us to identify weak areas and evaluate the changes that must take place to improve performance.
- Internal audit reviews are conducted periodically, often unannounced, and address all areas that affect the bottom line, with particular focus on areas with greatest exposure to fraud and irregularity: box office, concessionaire operations, cash management, payroll, purchasing, etc. These audits examine the facility's operation for opportunities to improve.
- Our management team, with input from our Client and key corporate administrators, prepare yearly statements of facility performance objectives, which are then incorporated into fiscal yearly plans encompassing issues such as cash flow management, short-term investment strategies, tax planning and payroll administration.
- Annual budgets, including capital improvement requests, are submitted to our Clients for review and approval. They contain a condensed income statement, an event analysis, and a management fee calculation, along with key facts, assumptions, and trend analysis on which the budget was based.

COMMUNICATIONS

Our facility owner Clients receive constant and concise communication via monthly reports, e-zines and regular meetings with our staff.

SMG Venue Management

SMG's core business is to provide private management for public facilities. We bring our knowledge and expertise into every element of facility management. The first requirement of managing a public-assembly facility is building a knowledgeable, dedicated management staff. SMG has specialist department heads responsible for overseeing all operating functions. We make a comprehensive effort to hire and place management personnel based upon their talents and the needs of the facility. We see to it that our staff is given all the training and tools necessary for success. Finally we take every measure to ensure the satisfaction of the facility's patrons.

We are able to bring in Event Managers who have worked with rotational convention, corporate, or tradeshow events in our other venues, providing a level of confidence and comfort for our users that cannot be matched in the industry. SMG has the ability to provide the highest level of service to any and all.

SMG Services Provided

Through our headquarters and key field personnel, SMG supports its facilities with a variety of services and knowledge base. The General Manager of a facility utilizes all of the systems, procedures, resources and support described in this RFI response and supervises the on-site staff performance to ensure achievement of the desired Client objectives.

As each Client's needs are distinct, it is the responsibility of the on-site General Manager and the supervising SMG Senior Executive to establish for the facility regular means of reporting to and establishing an effective liaison with the supervising authority.

SMG has a wide range of services that it can offer to Clients. The SMG 'Brand' symbolizes leadership, quality and performance in the venue management industry. Some of the qualities that set our Brand apart from the competition are:

- Proven Management and Operating Systems for maximum performance
- Proprietary systems that have been developed through years of testing and refinement
- Employee training programs that are unmatched in our industry
- Financial management and cost controls that improve the bottom line
- Industry relationships and partners built upon years of trust

SMG SERVICES INCLUDE

Advertising Sales
Accounting and Financial Reporting
Budget Preparation
Capital Expenditure Planning
Cash Management
Crisis Management
Customized Client Reporting
Customer Service Training
Event Booking
Event Management
Event Solicitation and Creation
F&B Contract Administration
Food and Beverage Programs
FF&E Technical Services
Internal Audit
Labor Relations
Maintenance Programs
Management Information Services
Marketing Services
Media and Public Relations
National Sales Support
Peripheral Real Estate Assistance
Purchasing
Risk Management
Special Events/Openings
Sponsorship Sale
Transition Planning

SMG Proprietary Programs and Systems

SMG MAINTENANCE

SMG understands that the facilities we are entrusted with have assets that need to be preserved and maintained properly in a cost-effective manner. SMG has developed a proprietary software program, SMG Maintenance, which is implemented at all SMG-managed venues. This program has been customized to the industry and allows our venue managers to completely organize and automate their preventive maintenance program. This in-depth database of product information, operational procedures and standards, as well as, troubleshooting tools ensure all SMG-managed facilities' "back-of-house" operations receive proper attention.



K'NEKT SALES TRAINING PROGRAM

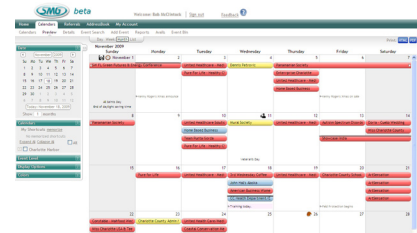
K'nekt is an extensive and ongoing program dedicated to training, developing, and observing our employees to ensure that our customers and their patrons will enjoy the best experience possible. The program was developed and customized by SMG, and its components cover every step in creating a successful event.



Making the connection - it begins with the first sales call. Hosting, attending, promoting an event at any facility is more than just a casual occurrence. People are booking an event for business reasons or to commemorate special events. The salesperson needs to "k'nekt" with the client, sharing their enthusiasm for the event and their commitment to making it right. The response to the program has been fantastic and is proven in the customer satisfaction survey results received from our facilities.

SMGBOOKING.COM

SMGBooking.com is a proprietary web-based system that gives real time online access to our booking calendar and customer relationship management database for all of our convention center and stadium staff. This allows us to quickly disseminate and review new booking opportunities from our corporate convention and entertainment booking offices through each property on the system.



It also allows entertainment agents, promoters and tour managers like CAA and William Morris Endeavor an "unprecedented level of access" to real-time booking availability for all entertainment venues managed by the company, adding to the ease of routing new tours to SMG venues before any others are even considered.

SMGBooking.com is a great opportunity to leverage our position as a market leader and use the latest technology to provide added benefits and services to all of our Clients. The tool allows SMG venue managers across the country to share information on-line in real time.

SMG FACILITY OPERATIONS INTRANET SITE

SMG maintains a web-based intranet site for its facility network. This program allows venue managers and their operations personnel to access the latest in venue technology, engineering, maintenance, cleaning techniques, capital asset management as well as many other aspects of facility operations. General Managers and their Operations personnel can 'chat' on line, post information about successful programs that they have experienced, or get information from their colleagues about the specific performance of certain types of equipment, product or service. The goal: to improve the efficiency and performance of our managers by expanding their knowledge base.

Large Scale Multi-Venue Complexes

BACKGROUND

Several of the NFL Stadiums, major Arenas and large Convention Centers operated by SMG are part of multi-venue complexes owned by a single municipal client. Four (4) SMG operated multi-venue complexes have been highlighted in this section as 'case studies' due to their parallel with the facilities in Indianapolis. We have found that common management of venues located within a close geographical proximity of one another can lead to cost efficiencies and operational savings for owners. Efficiencies are maximized by operating these multi-venue properties as a single business unit accountable to the owner. Areas such as, shared personnel, equipment, scheduling and third-party vendor management combine to create savings and value. We believe this operational concept can be applied to the city-owned Indianapolis Convention Center and Lucas Oil Stadium, and will result in improved performance as well as cost savings.

These 'case studies' provide insight as to the similarity between the facilities, diversity of events, the range and scope of SMG services provided and how efficiencies are achieved.

COMMON CHARACTERISTICS

Each of the four SMG operated multi-venue complexes in the case studies share common traits and characteristics with the Indianapolis facilities, which makes them a relevant comparison. These characteristics create a correlative data points for purposes of reference.

Major Sports Tenants: Each complex has one or more major Sports teams as tenants. These Sports tenants have long-term leases that entitle them to certain facility-related revenue streams

Large-Scale Events: Each complex has hosted numerous high-profile events with national or international audiences. SMG has a seasoned team of experienced event personnel at each major venue that can be called upon for event support

Diverse Event Mix: Each facility has a diverse array of annual events creating non-sports team revenue. There are well-managed operations personnel to handle event day activity, complete conversions and manage production.

Common Municipal Ownership: Facilities owned by a single municipal owner enables several facilities to be combined as one single business unit within the complex. It also allows for shared services, shared equipment use and a better allocation of resources. Common ownership also contributes to a more streamlined management reporting function and organizational structure.

Scope of Services: In multi-venue facility operations SMG typically provides a wide range of management services to accommodate every facet of the Client needs. This approach leads to a consolidated scope of services, which in turn leads to improved performance accountability to the owner.

MANAGEMENT AND OPERATING EFFICIENCIES

In a multi-venue setting, operating efficiency is achieved when there is consolidation of services into one business unit. Facility utilization can be maximized and operating cost can be reduced. The following are specific examples of how these efficiencies can be achieved:

Scheduling and Booking: A centralized booking and scheduling system maximizes date utilization and helps avoid date conflicts within the complex. A single point of contact for booking and scheduling events at each venue in the complex is convenient and easy for users. Use of the smg.booking.com software system allows the venue to connect within the SMG facility network for information and date availability for touring acts. In addition, SMG has experience working with a number of nationally recognized booking systems.

Personnel: Full-time and part-time personnel can be cross trained and shared among facilities within the complex. There is an elimination of certain overhead and staffing requirements and there is a single management reporting structure within the complex. Information such as event work orders can be easily transmitted and shared by employees throughout the complex.

Supplies and Equipment: Shared supplies and equipment eliminates duplication reduces the initial capital investment, as well as on-going replacement cost. Less equipment inventory also reduces annual maintenance costs

Shared Infrastructure (i.e., parking, plant facilities): Consolidated supervision over parking prices, hours of operation and parking personnel, plus the ability to enhance daily contract parking revenues through a coordinated approach to operating hours. There is also improved coordination of scheduling between facilities to avoid date conflicts

Common Operating Systems: Consolidated management systems lead to enhanced accountability and performance. Consistency is created with in-house Event Work Orders, which eliminates errors and mistakes.

Capital Asset Management: Capital Asset repair and replacement procedures are enhanced as a result of a common supervision. This allows the owner to improve planning for major capital replacement.

Vendor and Sub-contractor Relationships: Combined operation of facilities leads to increased buying power and leverage with suppliers due to increased volume.

Financial Management and Accounting (Integrated): Multi-venue operations allow for an integrated accounting and financial reporting system. This is important when allocating overhead and labor between facilities, and helps lower indirect costs.

Case Studies - Large Multi-Venue Complexes



New Orleans, Louisiana		Jacksonville, Florida		Houston, Texas		Oakland, California	
Facilities: Louisiana Superdome, New Orleans Arena, & New Orleans Centre Entertainment District		Facilities: Jacksonville Stadium, Arena, Theatre of Performing Arts, Minor League Baseball Stadium, Convention Center & Equestrian Center		Facilities: Reliant Stadium, Reliant Arena, & Reliant Center		Facilities: Oakland-Alameda County Coliseum & Oracle Arena	
Account Tenure	32 years	17 years		10.5 years		11 years	
Ownership	State of Louisiana	City of Jacksonville		Harris County		Jointly-owned by City of Oakland & County of Alameda	
Major Tenants/Annual Events	<ul style="list-style-type: none">All-State Sugar BowlEssence Music FestivalState Farm Bayou ClassicNew Orleans BowlTulane University  	<ul style="list-style-type: none">Jacksonville Suns (AA)Gator BowlFlorida vs. Georgia FootballMonster Jam & SupercrossJacksonville University 		<ul style="list-style-type: none">Houston Livestock Show & Rodeo™Feld MotorsportsOffshore Technology ConferenceHouston Auto & Boat ShowsTexas Bowl 		<ul style="list-style-type: none">Feld Motorsports   	
Major Sub-Contractors	<ul style="list-style-type: none">Centerplate (Food & Beverage)TicketmasterSDT Waste DisposalJani-KingFess Security	<ul style="list-style-type: none">SAVORLevy RestaurantsSAFE ManagementCSCTicketmasterAdvanced DisposalSiemens/Johnson ControlsRiver City Security		<ul style="list-style-type: none">Aramark (food and beverage)TicketmasterWaste ManagementAramark Facility Services (Housekeeping)Contemporary Services CompanyAEMStarWeiser SecuritySmart City Networks		<ul style="list-style-type: none">Aramark (food and beverage - Stadium)Levy Restaurants (food & beverage - Arena)TicketmasterNational Event Services, Landmark (Event Staffing)Waste ManagementAce Parking	
SMG Scope of Services	<ul style="list-style-type: none">OperationsEvent ManagementBox OfficeAccountingBooking/SchedulingSales, Marketing and Public RelationsSecurityParkingTechnical ServicesEngineering & MaintenanceCapital Asset Management	<ul style="list-style-type: none">OperationsEvent ManagementBox OfficeAccountingBooking/SchedulingSales and Marketing SecurityParkingCapital Asset Management		<ul style="list-style-type: none">OperationsEvent ManagementBox OfficeFinanceBooking/Scheduling/SalesPublic Relations and MarketingSecurityParking and TransportationCapital Asset ManagementEngineering & Maintenance		<ul style="list-style-type: none">OperationsEvent ManagementBox OfficeAccountingBooking/SchedulingPremium Seat Sales and MarketingSecurityParkingCapital Asset Management	
Highlights of Involvement	<ul style="list-style-type: none">4 NCAA Final Fours6 NFL Super Bowls1 NBA All-Star game4 National Collegiate Football Championships1988 Republican National ConventionMultiple NCAA Basketball Regional Semi-finalsUSA Gymnastics Nat'l ChampionshipsMultiple large scale stadium concerts	<ul style="list-style-type: none">1 NFL Super BowlFlorida vs. Georgia GameNew Year's Day Gator BowlACC Baseball championshipACC Football championshipUS vs. Germany Men's Soccer2 NCAA First/Second Round NCAA Men's BasketballUSA Olympic Men's Basketball Team Exhibition		<ul style="list-style-type: none">Big XII Football Championship (2002 and 2005)Men's Division I Basketball Regional ('08, '10 and '15) and Final Four ('11 an '16)NFL Super Bowl XXXVIII (2004)Rolling Stones (2003)Selena Vive (2005)U2 (2009)Wrestlemania XVII (2001) and Wrestlemania XXV (2009)		<ul style="list-style-type: none">Three (3) NCAA Men's West Regionals Basketball Championships1 NBA All-Star Game1 NCAA Women's West Regionals Basketball Championships2 NIT Basketball Games1 USA Men's Basketball vs. ChinaStadium Concerts: George Strait (1), Rolling Stones (1), Police (1), 'N Sync (3), U2 (1 in 2010)	
Major SMG Accomplishments/Initiatives	<ul style="list-style-type: none">Led \$200 million post- Katrina Superdome reconstructionNegotiated lease extensions with Saints and Hornets on behalf of StateProgram development and Pre-opening for N.O. ArenaLed efforts to recruit NBA Hornets to NOLADeveloped in-house incident response system	<ul style="list-style-type: none">Program and development consultation stadium renovationProgram and development consultation for Arena, Baseball Stadium and Equestrian CenterRedesign and customization of financial reporting and budgeting system to meet the needs of the City of JacksonvilleImplemented purchasing card program to streamline vendor purchasing / paymentUpgraded ticketing software to better accommodate sports tenants.		<ul style="list-style-type: none">Managed and Operated the Largest Shelter in US History - Post Hurricane Katrina (2005)Opened Reliant Stadium (August 2002) and Reliant Center (April 2002)JD Powers Award for Best NFL Fan Experience		<ul style="list-style-type: none">Oversight of annual capital projects ranging from \$2.5 million to \$7 million.Increased concert business by 45% since 1998.Started First Green Initiative in California for Stadium and Arenas, recipient of "Stop WastePartnership" Award for Excellent Environmental Performance. Recipient of Pacific Gas & Electricity's (PG&E) Golden Orb Award for Outstanding Achievement in Demand Response Program & Energy Conservation Achievement Award.	

Stadium Client References

RON FORMAN

Chairman, LSED
Louisiana Superdome
PO Box 52439
New Orleans, LA 70112
504-861-4855
504-865-7332 (F)



WILLIE LOSTON

Executive Director
Harris County Sports and Convention Corp.
One Reliant Park
Houston, TX 77054
832-667-1419



RONALD BARTON

Executive Director
Jacksonville Economic Development Commission
220 East Bay Street, Ste. 1400
Jacksonville, FL 32202
904-630-1858



DEENA MCCLAIN

Acting Executive Director
Oakland-Alameda County Coliseum Authority
7000 Coliseum Way
Oakland, CA 94621
510-383-4818
510-383-2460 (F)



SMG Approach To Stadium Operations

SMG-managed venues house more than 70 professional and collegiate tenants, 19 of which are NCAA teams. Our depth of experience and quality control sets us apart from our competition and allows us to meet the needs of our sports tenants, as well as other users. SMG understands the importance of meeting the variety of needs such as, scheduling, event services, space requirements, staffing, security, housekeeping, conversions, premium seating, food service and guest services.

There are a number of attributes that distinguish SMG from the competition when it comes to Stadium and Arena Operation, many of which are highlighted below:

Quality Operating Standards: SMG takes pride in delivering the highest quality operating standards in its Stadiums and Arenas. We utilize 'best practices' procedures in all of our buildings and constantly monitor performance of our in-house staff, third party vendors and sub-contractors. SMG provides extensive training for all of its event-day personnel in order to deliver the best customer experience possible. We work closely with our professional sports leagues and tenants to assure compliance with established rules relating to game day presentation.

Event Management Expertise: Our event personnel offer professional expertise and experience unmatched in the industry. Many of our Stadium and Arena professionals have worked some of the largest events in the world including NFL Super Bowls, NCAA Final Fours, NBA All-Star games and many others. Well established operating procedures allow these professionals to provide a safe and secure game day experience for the fan. We have been innovative in developing game day operating techniques, crowd management and incident response systems.

Broad Network of Facilities: SMG has a very broad network of Stadiums, Arenas, Theatres and other entertainment venues. This network allows us to share a wealth of information between our facility operators in a manner that is unparalleled in the industry. Our team works hard to share leads or relevant data with one another. This often allows us to generate greater programming within our managed facilities.

Major and Minor League Tenants: SMG manages numerous facilities in the U.S. that have both major and minor league tenants. Our sport tenant relationships are critical to the operational and financial components of our municipal clients and the vitality of the community. We work closely with the Sports tenants on issues such as scheduling, game day services, staffing and guest services to ensure their success.

Sports Governing Bodies: SMG has built relationships with a number of Sports Governing Bodies and Major Professional Sports Leagues over the years. Our facilities have hosted events ranging from the NCAA Final Four to the NFL Super Bowl. These long-standing relationships have been established through a track record of success and are built upon professionalism and deliverable results.



Live Entertainment Partners: Our Live Entertainment partners assist work with us to provide high-quality performances to our Stadiums and Arenas. Each year SMG sells more than 40 million tickets in its venues, which provides access to entertainment options not offered to non-SMG facilities. Quality live entertainment provides enjoyment for the public in our various markets, while providing improvement to the bottom-line.



**U2 360° TOUR PLAYS SOLDIER FIELD
SEPTEMBER 12 & 13, 2009**



Major Market Convention Center Experience

BACKGROUND

While the stadium aspect is clearly a focal point for the community at large, the convention center focus is equally important from an economic development standpoint. The success or failure of the center to work both within the hospitality community and the client community that primarily exists outside the local market can be critical in achieving the development goals on which the center is founded.

More than 15 years ago, SMG created a separate Convention Center Division to better serve the unique needs of the Convention and Hospitality industry. Today, with almost 70 major convention facilities, SMG is not just recognized as the preeminent management firm for convention centers, we are sought after as leaders in the industry. The Division's business plan is based on three basic premises:

- Hire, train and retain the best professionals, providing them with the tools for success
- Maintain the most efficient and customer friendly systems and processes
- Increase the opportunities for new events and enhanced revenues

This ensures that the municipalities we serve receive the highest return for their investment in the Convention product.

COMMON CHARACTERISTICS

Just like our stadium examples earlier, SMG's network of major market convention centers share many common traits with the ICC that will compliment the facility and the destination.

National Clients & Rotational events: Our initial database scan shows that in the past five years, the ICC has hosted 23 events that are past or current clients of other SMG managed facilities. Our research will also show how many more of our current clients could be prospects for the ICC and ICVA to pursue.

Major events of economic or political importance: SMG managed convention centers have had the opportunity to host some of the most significant events held in the United States; among them the 2009 Pittsburgh Summit (G-20 Economic Summit), NCAA Championships and facilities for the 2002 Olympic Games in Salt Lake City, UT, international meetings such as the Microsoft's Global Business Review, American College of Physicians, and the American Dental Association, and the 2008 Democratic National Convention. These experiences bring a wealth of knowledge to both the booking process and hosting of high exposure events.

Operational Demands & Green Initiatives: SMG has extensive experience with the management, operation and maintenance of major convention centers is invaluable in our ability to ensure the utmost care and preservation of the community's asset. We recognize that a Center of the size and complexity of the ICC requires the best in class asset management systems and our experience with similar centers allows us to apply these standards. In addition, SMG has been the leader in sustainable facility operations with signature programs such as Moscone Center's recycling program, the Atlantic City Convention Center's status as the largest solar installation in the industry, and Pittsburgh's David L. Lawrence Convention Center's recognition as the largest LEED Gold Certified Convention Center in the United States.

Case Studies - Convention Centers



Worldwide Entertainment and
Convention Venue Management

Greater Columbus Convention Center

(Columbus, Ohio)

David L. Lawrence Convention Center

(Pittsburgh, Pennsylvania)

Moscone Center

(San Francisco, California)

Long Beach Convention & Entertainment Center

(Long Beach, California)

Colorado Convention Center

(Denver, Colorado)

Atlantic City Convention Center

(Atlantic City, New Jersey)

Facilities

- Ex Hall – 336,000 GSF
- Meeting Rooms – 65
- Ballrooms – 3 (74,000, 25,000, 15,000 GSF)

- Ex Hall – 314,000 GSF
- Meeting Rooms – 53
- Ballrooms – (32,000 GSF)

- Ex Hall – 500,000 GSF
- Meeting Rooms – 52
- Ballrooms – 3 (56,000, 45,000, 25,000 GSF)

- Ex Hall – 224,000 GSF
- Meeting Rooms – 34
- Ballrooms – 3 (20,400, 13,200, 6,300 GSF)

- Ex Hall – 336,000 GSF
- Meeting Rooms – 65
- Ballrooms – 3 (74,000, 25,000, 15,000 GSF)

- Ex Hall – 498,000 GSF
- Meeting Rooms – 45
- Ballrooms – n/a

Account Tenure

13 years

7 years

28 years

18 years

15 years

14 years

Client and Contract Administrator

- Franklin County Convention Facilities Authority
- William Jennison, Executive Director

- Sports & Exhibition Authority of Pittsburgh and Allegheny County
- Mary Conturo, Executive Director

- City and County of San Francisco
- John Noguchi, SF Convention Facilities Director

- City of Long Beach, Property Services Bureau
- Dennis J. Thys, Director, Department of Community Development

- City and County of Denver, General Services Division
- Jack Finlaw, Director Theatres and Arenas

- Atlantic City Convention and Visitors Authority
- Jeff Vasser, Executive Director

Annual Events

- OFA (Ohio Florists Association)
- Arnold Sports Festival
- Ohio School Boards

- Pittsburgh Home and Garden Show
- Pittsburgh Auto Show

- Oracle World Developers Conference
- Apple MacWorld
- Pacific Coast Builders Conference
- Semicon West

- TED (Technology, Entertainment, Design) Conference
- Toyota Grand Prix
- Governor / First Lady's Conference on Women

- Colorado Garden & Home Show
- Colorado RV Adventure Travel
- Crossroads Junior National Volleyball

- New Jersey League of Municipalities
- New Jersey School Boards
- Atlantic City International Boat Show

Major Events

- Islamic Society of North America
- National Catholic Youth Conference
- National Society of Black Engineers

- The Pittsburgh Summit (G 20 Economic Summit)
- Major League Baseball FanFest
- Bassmaster's Classic
- AFL-CIO Quadrennial Conference

- Ophthalmology International Conference
- American College of Physicians
- American Dental Association

- 2004 US Olympic Swimming Trials & Aquatic Festival
- 2004 NCAA Women's Volleyball Championship

- 2008 Democratic National Convention
- American Association of Cancer Research
- International Association of Chiefs of Police

- New Jersey National Guard Yellow Ribbon
- AHOA (Asian Hotel Owners Association)

SMG Scope of Services

- Operations
- Event Management
- Accounting
- Booking/Scheduling
- Sales and Marketing
- Security
- Parking
- Retail Leasing / Ops
- Capital Asset Management

- Operations
- Event Management
- Accounting
- Booking/Scheduling
- Sales and Marketing
- Security
- Parking
- Capital Asset Management

- Operations
- Event Management
- Accounting
- Booking/Scheduling
- Security
- Parking
- Capital Asset Management

- Operations
- Event Management
- Accounting
- Booking/Scheduling
- Sales and Marketing
- Security
- Parking
- Capital Asset Management
- Arena / Theatre Ops

- Operations
- Event Management
- Accounting
- Booking/Scheduling
- Sales and Marketing
- Security
- Parking
- Capital Asset Management

- Operations
- Event Management
- Accounting
- Booking/Scheduling
- Security
- Parking
- Capital Asset Management

CVB Relationship

- SMG handles 18 months and in sales
- Several regular joint meetings between senior executives and sales teams

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- CVB handles all sales responsibilities with the support of SMG sales team.

- SMG handles 18 months and in sales
- Several regular joint meetings between senior executives and sales teams

- The Denver Alliance, a groundbreaking agreement between the City/County, SMG, the CVB, hotel community and other service providers governs the relationship producing a cooperative sales effort for the destination

- CVB handles all sales responsibilities with the support of SMG team

Convention Center Client References

JEFFREY VASSER

Executive Director
Atlantic City Convention and Visitors Authority
1 Miss America Way
Atlantic City, NJ 08401
609-449 -2031

MARY K. CONTURO

Executive Director, Sports & Exhibition
Authority of Pittsburgh and Allegheny County
425 Sixth Avenue, Suite 2750
Pittsburgh, PA 15219-1853
412-393-7117

BILL JENNISON

Executive Director
Franklin County Convention Facilities Authority
400 N. High Street, 4th Floor
Columbus, OH 43215
614-827-2807

DENNIS J. THYS

Director, Department of Community Development
333 E. Ocean Blvd., 3rd Floor
Long Beach CA 90802
562-570-6570

JOHN NOGUCHI

Director, Convention Facilities Department
25 Van Ness Avenue, Room 410
San Francisco, CA 94102
415-554-9809

JACK FINLAW

Director, City & County of Denver - Theaters & Arenas Division
1245 Champa Street - 1st Floor
Denver, CO 80204
720-865-4221



SMG Approach to Convention Center Operations

The Convention Center holds a vital place in the economic infrastructure of any community. Our experience in almost 70 convention destinations allows us to understand completely that the community's return on its investment from the convention industry is predicated on the superior service provided by the municipality's largest investment.

It is the understanding of the role that the Convention Center must play that has led us to develop a number of business strategies that will distinguish SMG managed Centers from the others.

RELATIONSHIPS WITH CLIENTS/FACILITY USERS

While it is important to maintain the CVB partnerships above, it is vital to maintain relationships with regional and national clients – the decision-makers who are either current or prospective users of the complex. We are the only company to hold national contracts and preferred relationships with some of the major producers of multiple meetings in the industry. This offers SMG facilities preferred placement with the decision makers from these firms, a streamlined contracting process and a recognition among the planners that they can expect and will receive the highest level of service at an SMG managed facility.

In addition to these relationships with event organizers, SMG maintains close partnerships with the major trade associations and publications. The effect of these partnerships offers SMG managed convention centers, and their CVB partners, the opportunity to participate in a wide range of trade show and advertising programs at a significantly reduced rate with greater exposure.

PARTNERSHIP WITH THE CONVENTION & VISITORS ASSOCIATION

There is no firm in the country that works with as many destination marketing organizations (convention and visitors bureaus) as we do. This is a prized relationship and provides unique perspective and opportunities as we seek the same relationship with the ICVA.

We have no preconceived concepts for how a Center and CVA must work together. In fact we work under a variety of different models, each developed in good faith with our local partners based on what is best for the destination and the venue. We have helped create entirely new models that have revolutionized the 'three-legged stool' approach (including the Center/SMG, the convention bureau and the municipality) that supports the hospitality community. Like the team in Indianapolis, we have found many parallels with the path and partnership we have taken in Denver. Given some market parallels with Indianapolis, our "Denver Alliance" might be an interesting model to explore with the ICVA and municipal teams.



REGIONAL SALES SUPPORT NETWORK

SMG's national and regional sales teams maintain ongoing contact with key decision-makers. Our booking hotline is often the first call for clients looking to scan the landscape for new SMG-managed facilities. They know that we can turn around information on "rates, dates and space" on as many as fifty or sixty facilities within our network. Our Sales professionals also have a regional network that works cooperatively to generate new sales leads and event opportunities for their partner SMG Centers. This regional supervision ensures that our field sales team is performing at the peak of their ability to produce new event opportunities for the Center and the community it serves.



ConferenceDirect®
Meeting Planning Made Simple.



PARTNERSHIP WITH THE COMMUNITY

SMG believes that each Convention Center holds a valuable place in the fabric of the community it serves and, while we will bring all of the systems and resources we have as a company, we still maintain the flexibility to blend these with local culture and community. Whether it's the aloha spirit of Hawai'i or the southern hospitality of Charleston or Savannah, we are keenly aware that out of town guests (and locals) should leave the facilities with the experience that is uniquely local.

Furthermore, we always encourage our staff - at all levels - to maintain our corporate and social responsibility in areas that excite or interest them. Whether the general manager is a Rotarian or the sales assistant works at a local food bank, the facility staff should serve as model citizens as we represent this centerpiece venue.

Finally, each center hosts events that hold a vital place in the social, educational, cultural and/or business community. SMG has extensive experience working with the organizers of these events to ensure that they are able to achieve their goals and exceed their expectations. SMG firmly believes that this focus is an equally important aspect of their mission in the communities we serve.

FOCUS ON PEOPLE

SMG has long recognized that each and every team member is an ambassador for the community in which they work and that the experience that the user or visitor enjoys will be the reason they will want to return again and again. SMG's proprietary training programs, entitled k'nekt, are designed to empower each team member with the responsibility (and the excitement) of providing first class service. The program's customer service program, customized for the culture of the community we serve, reminds the team that their connection to the customer is the key ingredient to the experience. The k'nekt sales program is the only program designed specifically for the convention industry and focuses on that first contact with the customer and making sure that it sets the stage for a successful relationship.

CARE FOR THE COMMUNITY'S ASSET

SMG recognizes the investment that the community has in the Center and takes seriously its responsibility to care for that asset. The presentation that the Center makes on the visitor is integral to the perception of the community by that visitor. SMG also understands the absolute need to maximize the lifespan of the asset and its systems and ensure that they are operating at peak efficiency. To that end, SMG has a proprietary building management system, **SMG Maintenance** that tracks each system's preventative maintenance schedule and performance. This system allows the SMG corporate team to observe and monitor these schedules and to recommend changes that may be necessary to ensure top performance. SMG has also launched an Operations web-site focused on the transmission of key information to the field teams. Included on this site are SMG's Best Practices where the best in class standards are provided for the field teams to follow.



Transition Plan

Through the experience of transitioning many facilities, new openings or expansion start-ups, SMG has developed a comprehensive “Facility Transition Manual” detailing more than 400 specific tasks. We strive to anticipate every aspect of this complex evolutionary process. We will work closely with the Client to implement a detailed plan for a seamless transition to private management.

EXPERIENCED TEAM OF PROFESSIONALS

SMG will supply a seasoned and experienced team of professionals across multiple disciplines to assist with the transition. A senior SMG executive will be appointed to lead the team through the Transition Plan, as developed in close consultation with the Client. This team approach will enable the facilities to continue operating in a seamless and efficient manner without disruption.

EMPLOYEE TRANSITIONS

Once the Transition Plan is adopted, we will begin the on-site transition process of existing employees. It is important to involve the all levels of the staff in the process of incorporating our management systems into the daily operation. We will focus on development of existing staff with the new tools, support and direction.

EXISTING EVENT SCHEDULE - NO INTERRUPTION

SMG recognizes that Lucas Oil Stadium and the Indianapolis Convention Center host a number of significant annual events including the Indianapolis Colts, the Circle City Classic, certain NCAA events, High School Athletic Association and various marching band events, as well other similar events. None of these events will be impacted or affected by the transition to private management. We are confident in our ability to execute a effective and seamless transition that will not have any affect on the current schedule, or any of the events mentioned in the RFI.

EXISTING CONTRACTS

As part of the transition SMG will honor all existing contracts and agreements including, sports tenant agreements, maintenance agreements, sub-contractor agreements, Exhibitor agreements, labor agreements and other similar contracts, unless otherwise directed by the facility owner.

ORGANIZED LABOR

SMG has experience with organized labor, as well as negotiation and administration of collective bargaining agreements. We take a constructive engagement approach to organized labor and bargaining unit negotiations and are prepared to assist the Client if needed.

TRANSITION PLAN					
SMG					
Project Name: Lucas Oil Stadium and Indianapolis Convention Center					
Project Manager: [Name]					
Transition Plan					
Task	Start Date	End Date	Owner	Status	Notes
1. Project Kick-off Meeting					
2. Project Charter Development					
3. Project Scope Definition					
4. Project Budget Development					
5. Project Risk Assessment					
6. Project Communication Plan					
7. Project Stakeholder Identification					
8. Project Team Formation					
9. Project Kick-off Meeting					
10. Project Charter Development					
11. Project Scope Definition					
12. Project Budget Development					
13. Project Risk Assessment					
14. Project Communication Plan					
15. Project Stakeholder Identification					
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95. Project Stakeholder Identification					
96. Project Team Formation					
97. Project Kick-off Meeting					
98. Project Charter Development					
99. Project Scope Definition					
100. Project Budget Development					

QUESTION/ANSWER FORM TO THE RFI

In addition to other information requested by this RFI, please provide the following information. Please use separate sheets as necessary.

Question	
Company Profile	
Company name	SMG
Company address	300 Conshohocken State Road – Suite 770 West Conshohocken, PA 19428
Company web page	www.smgworld.com
Locations(s) of facilities operated and/or managed (including number of years operator and/or managed), previous and/or existing	A complete client list is contained within this RFI response. Additional information regarding SMG-managed buildings can be found on our website.
Number of years on the market	SMG is a privately held company and has been in business for 32 years (since 1977).
Main Services	Convention Center, Stadium, Arena and Theater Management and Marketing Services; SAVOR division provides food and beverage services where contracted.
Main markets/customers	80% Municipal Clients, Balance are private (sports teams, universities, private owners, etc.)
Awards earned by company	<p>Each year, between 40 and 50 of our venues earn the prestigious “Prime Site” Award by Facilities Magazine. In addition, at least three of our executives have been named to the “Top 100 Most Influential People in the Trade Show Industry” by Tradeshow Week Magazine.</p> <p>When JD Powers conducted a review of NFL Fan Experience in 2002 the SMG-managed Reliant Stadium in Houston was ranked #1.</p> <p>In Oakland, SMG started the First Green Initiative in California for Stadium and Arenas. The Coliseum was also the recipient of "Stop Waste Partnership" Award for Excellent Environmental Performance. Recipient of Pacific Gas & Electricity's (PG&E) Golden Orb Award for Outstanding Achievement in Demand Response Program & Energy Conservation Achievement Award.</p> <p>Soldier Field was selected for the 2009 Best of Chicago Award in the Amusement & Recreation category by the U.S. Commerce Association.</p> <p>The U.S. Environmental Protection Agency (EPA) Pacific Southwest Region 9 awarded SMG and The Moscone Center the prestigious 2009 Environmental Achievement Award for distinguishing itself as a sustainable building that has helped to protect the environment.</p> <p>The above is just a sampling of the recognition SMG-managed buildings receive. Our individual venues have collectively received hundreds of awards ranging from customer service to new initiatives.</p>

Litigation currently pending or threatened against company	The company is involved in certain litigation arising in the ordinary course of its business. While the ultimate outcome of these matters cannot be predicted with certainty, we do not anticipate that resolution of these matters will have a material adverse effect on the company's financial position or results of operations.
Ownership structure with ownership status in Percentage	SMG is a General Partnership formed in the State of Pennsylvania. The partners of SMG are ultimately owned by SMG Holdings, Inc.
Structure of parent corporation, joint ventures, subsidiaries, partnerships of other relevant relationships	SMG's parent corporation, SMG Holdings, Inc. is owned by American Capital, Ltd. (57%), investment funds managed by American Capital, Ltd. (41%) and management of SMG (2%). Although American Capital is our major shareholder, SMG operates on an independent basis from American Capital and stands on its own financial merits.
Number of Employees in:	
Total company	50,104 including 5,069 Full time and 45,035 part-time
Facilities management	1,080
Facilities operations	46,597
Accounting	392
Marketing, sales and promotion	2,031
External relations (e.g., government relations)	4
Financial information:	
Last year gross revenue (per facility)	See the next page
Last year gross expenses (per facility)	See the next page
Last year gross margin (average across facilities)	See the next page
Last year gross revenue of company	\$190,828,000
Last year gross expenses of company	\$127,645,000
Last year gross margin of company	33%
Last year gross profit of company	\$63,183,000
Contact person responsible for answering this RFI:	
Name	John F. Burns EVP & Chief Financial Officer
Telephone	610-729-7903
E-mail	jburns@smgworld.com
Street address	300 Conshohocken State Road – Suite 770 West Conshohocken, PA 19428
Other Questions	
Condition that are listed in the RFI that cannot be met	None
Reference information for past or current customers	References are provided within this RFI response for the comparable facilities referenced in this RFI.

Facility Financial Information

SMG operates over 200 facilities across the world. It is impracticable for us to detail the revenues/expenses for each venue, therefore we are providing a key subset of SMG managed facilities that will provide the City of Indianapolis the requested financial information for those facilities which most closely match the Indianapolis facilities either as a multi-venue complex or strictly a convention center.

MULTI-VENUE COMPLEXES:

(\$000s)

	Houston Reliant Park	Jacksonville Municipal Stadium, Arena & Conv. Ctr.	Louisiana Superdome & New Orleans Arena	Oakland-Alameda County Coliseum & Oracle Arena	Average
Gross Revenues	\$24,347	\$14,784	\$26,088	\$11,041	\$19,065
Gross Expenses	\$29,137	\$25,510	\$20,158	\$29,741	\$26,137
Net Operating Income (Loss)	(\$4,790)	(\$10,726)	\$5,929	(\$18,700)	(\$7,072)

CONVENTION CENTERS

(\$000s)

	Colorado Convention Complex (Denver, CO)	David L. Lawrence Convention Center (Pittsburgh, PA)	Atlantic City Convention Center (Atlantic City, NJ)	Greater Columbus Convention Center (Columbus, OH)	Average
Gross Revenues	\$17,028	\$11,813	\$13,512	\$12,196	\$13,637
Gross Expenses	\$20,469	\$14,914	\$16,891	\$13,284	\$16,390
Net Operating Income (Loss)	(\$3,441)	(\$3,101)	(\$3,379)	(\$1,088)	(\$2,752)



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